

**A RESOLUTION**

**TO RATIFY THE ASSIGNMENT AND ASSUMPTION OF RIGHTS UNDER A FEE-IN-LIEU OF TAX AGREEMENT WITH GREENVILLE COUNTY, SOUTH CAROLINA BY ET III GREENVILLE, LLC TO NATIONAL COUNCIL OF EXAMINERS FOR ENGINEERING AND SURVEYING, AND CERTAIN OTHER MATTERS RELATED THERETO.**

**WHEREAS**, pursuant to the authorization granted under Title 12, Chapter 44 (the “Act”) of the Code of Laws of South Carolina, 1976, as amended (the “Code”) and pursuant to 4-1-175 of the Code, Greenville County, South Carolina (the “County”), CH2M Hill, Inc. and HP Greenville, LLC (together, the “Original Sponsors”) entered into that certain Fee in Lieu of Tax Agreement dated October 1, 2016 (the “Fee Agreement”), which provided for certain incentives in order to induce the establishment of a facility used for the purpose of an office project in the County (the “Project”); and

**WHEREAS**, the Original Sponsors assigned the Fee Agreement to ET III Greenville, LLC (“Assignor”) pursuant to that certain Assignment Agreement between the Original Sponsors and the Assignor dated December 20, 2016, which assignment was ratified by the County pursuant to County Resolution No. 1631 dated November 7, 2017;

**WHEREAS**, the Assignor assigned the Fee Agreement to National Council of Examiners for Engineering and Surveying (“Assignee”) pursuant to that certain Assignment and Assumption Agreement dated May 10, 2019 (the “Assignment”);

**WHEREAS**, §12-44-120(D) of the Code provides that a county may subsequently ratify by resolution the transfer of interests of a fee agreement.

**NOW, THEREFORE, BE IT RESOLVED**, by the Greenville County Council:

1. County Approval and Consent. The County hereby ratifies the Assignment and consents to the continuation of the Fee Agreement and its obligations to both the County and the Assignee.
  
2. Further Documentation. The County Council of the County’s duly authorized representatives shall take such action as may be necessary to effectuate the action herewith taken and the Assignment herein ratified. The County Chairman and Administrator is each hereby authorized and directed in the name and on behalf of the County, to execute such other documents, agreements, affidavits and certificates, and the Clerk of County Council is hereby authorized to attest to the same, and deliver such other documents, agreements, affidavits, and/or certificates, as needed, in order to ratify, effectuate, or recognize the Assignment.

**DONE THIS \_\_\_\_ DAY OF \_\_\_\_\_, 2019.**

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Herman G. Kirven, Jr. Chairman  
Greenville County Council

ATTEST:

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Regina McCaskill  
Clerk to Council

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Joseph M. Kernell  
County Administrator